

WC 10-163

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STAMP AND RETURN

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDINGFEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE
FORM 159Approved by OMB
3060-0589
Page No. 1 of 1

(1) LOCKBOX # 358150		<div style="border: 1px solid black; padding: 2px;">SPECIAL USE ONLY</div> <div style="border: 1px solid black; padding: 2px;">FCC USE ONLY</div>	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Lukas, Nace, Gutierrez & Sachs, LLP		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$1,015.00	
(4) STREET ADDRESS LINE NO. 1 8300 Greensboro Drive			
(5) STREET ADDRESS LINE NO. 2 Suite 1200			
(6) CITY McLean		(7) STATE VA	(8) ZIP CODE 22102-3663
(9) DAYTIME TELEPHONE NUMBER (include area code) 703-584-8678		(10) COUNTRY CODE (if not in U.S.A.) USA	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0003746385		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME Epana Networks, Inc.			
(14) STREET ADDRESS LINE NO. 1 1250 Broadway			
(15) STREET ADDRESS LINE NO. 2 30th Floor			
(16) CITY New York		(17) STATE NY	(18) ZIP CODE 10001
(19) DAYTIME TELEPHONE NUMBER (include area code) 212-931-8773		(20) COUNTRY CODE (if not in U.S.A.) USA	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0005885090		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID Section 214 Authorization	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$1,015.00	(27A) TOTAL FEE \$1,015.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, _____, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief. SIGNATURE _____ DATE _____			
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA <u>XX</u> AMEX _____ DISCOVER _____ ACCOUNT NUMBER _____ EXPIRATION DATE _____ I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described. SIGNATURE <u>[Signature]</u> DATE <u>7/29/2010</u>			

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159

FEBRUARY 2003

STAMP AND RETURN

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)
)
EPANA NETWORKS, INC)
(FRN 0007413867))
Domestic Section 214 Authorization Holder)
)
SIENNA LIMITED PARTNERSHIP III, LP)
(FRN 0020042735))
Representative of Transferors of Control)
)
PROGRESS INTERNATIONAL, LLC)
(FRN 0005885090))
Transferee of Control)
)
Application for Section 214 Authorization for a)
Transfer of Control of Domestic)
Telecommunications Resale Operations)

File No. _____

**APPLICATION FOR APPROVAL OF TRANSFER OF
CONTROL OF ENTITY HOLDING SECTION 214 AUTHORIZATION**

Pursuant to Federal Communications Commission ("Commission") rules, 47 C.F.R. Part 63, and Section 214 of the Communications Act, authorization is hereby requested for a transfer of control of Epana Networks, Inc. ("Epana"), as an authorized provider of resold telecommunications services to domestic points on a non-dominant basis, from Sienna Limited Partnership III, LP ("Transferor"), as representative of the stockholders of Vivaro Corporation, to Progress International, LLC ("Progress" or "Transferee"). (Epana, Transferor and Progress are jointly referred to as "Applicants" herein). Progress is authorized under Section 214 of the Communications Act to provide resold domestic telecommunications services on a non-dominant basis. It is requested that the application be processed on a **streamlined basis** pursuant to Section 63.03 of the Commission's rules. In accordance with Section 63.03(b)(1), the streamlined procedures are applicable because the

Applicants are “non-facilities-based carriers.”

Epana relies on “blanket” Section 214 authorization granted by the Commission for domestic resale operations.¹ There has been no interruption of services to the public as the result of the transfer of control.

By a separate filing, Special Temporary Authority is requested to allow for continued operations by Epana under the control of Progress while this application is considered by the Wireline Competition Bureau. Because Progress already is authorized by the Commission to provide resold telecommunications services to international points, it is submitted that the public interest has not been and will not be adversely affected by the transfer of control of Epana to Progress.²

In accordance with Section 63.04(a) of the Commission’s rules, the applicants are providing information responsive to the pertinent rules in Part 63 that concern transfer of control applications. A filing fee of \$1,015.00 is being submitted with FCC Form 159 for this application.

Application for Transfer of Control of Domestic Section 214 Authorization:

With reference to domestic Section 214 authority, the following information is submitted as required by Section 63.04(a) of the rules:

(1) The name, address and telephone number of each applicant:

Epana Networks, Inc.
Attn: Roberta Kraus, General Counsel
1250 Broadway, 30th Floor
New York, NY 10001
Tel: 212-931-8773
Email: rkraus@epana.com

¹ As described on the website of the Wireline Competition Bureau, in 1999, as to domestic resale services, the Commission eliminated all entry certification filing requirements under Section 214 of the Communications Act, “Implementation of Section 402(b)(2)(A) of the Telecommunications Act of 1996” CC Docket No. 97-11, FCC 99-104, released June 30, 1999.

² On July 23, 2010, an application was filed with the Commission’s International Bureau for consent to the same transfer of control that is the subject of this application.

Sienna Limited Partnership III, LP
Attn: Daniel Skaff
1250 Broadway, 30th Floor
New York, NY 10001
Tel: 212-931-8773

Progress International, LLC
Attn: Craig McBurnett, CEO
10190 Katy Freeway, Suite 410
Houston, TX 77043
Tel: 703-584-8661

- (2) *The government, state, or territory under the laws of which each corporate or partnership applicant is organized:*

Epana is a corporation organized under the laws of Delaware. Transferor is a limited partnership organized under the laws of Delaware. Progress is a limited liability company organized under the laws of Texas.

- (3) *The name, title, post office address, and telephone number of the officer or contact point, such as legal counsel, to whom correspondence concerning the application is to be addressed:*

For all applicants, please direct any correspondence or inquiries to:

David L. Nace, Esq.
Lukas, Nace, Gutierrez, & Sachs, LLP
8300 Greensboro Drive, Suite 1200
McLean, VA 22102
(703) 584-8661
dnace@fcclaw.com

- (4) *The name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten (10) percent of the equity of the applicant, and the percentage of equity owned by each of those entities (to the nearest one (1) percent):*

Epana is a wholly owned subsidiary of Vivaro Corporation, a Delaware corporation whose principal business is to serve as a holding company for Epana. The address of Vivaro Corporation is 1250 Broadway, 30th Floor, New York, NY 10001.

Vivaro Corporation is a wholly owned subsidiary of Progress International, LLC. ("Progress"), a Texas limited liability company. Progress is a wholesale provider of international telecommunications services. The address of Progress is 10190 Katy

Freeway, Suite 410, Houston, TX 77043.

Progress is wholly owned by IXC International, LLC ("IXC"), a limited liability company organized under the laws of Delaware. The principal business of IXC is to serve as a holding company for Progress and its subsidiaries. The address of IXC is 10190 Katy Freeway, Suite 410, Houston, TX 77043.

IXC is wholly owned by Telecom Overseas C.V. ("TOCV"), a limited partnership organized under the laws of the Netherlands. TOCV functions solely as a holding company. The address of TOCV is AJ Erstraat 199, Amsterdam, Netherlands.

TOCV has one general partner: Stichting Jarda which is a Dutch foundation. Stichting Jarda owns less than a one percent interest in TOCV. The address of Stichting Jarda is Baarerstrasse 75, CH-6300, Zug, Switzerland.

TOCV has one limited partner: Gustavo M. de la Garza Ortega, a citizen of Mexico whose principal business is his work as a telecommunications executive. Mr. De la Garza owns more than a nine-nine percent interest in TOCV. The address of Mr. De la Garza is Avenida San Jeronimo 210 Poniente, Colonia San Jeronimo, Monterrey, Nuevo Leon.

- (5) *Certification pursuant to §§1.2001 through 1.2003 of this chapter that no party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. See 21 USC §853.*

No party to this application is subject to a denial of Federal benefits under Section 5301 of the Anti-Drug Abuse Act of 1988.

- (6) *A description of the transaction:*

On June 18, 2010, the parent company of Epana, named Vivaro Corporation ("Vivaro"), was merged into a subsidiary of Progress, named Progress Ventures Acquisition Sub, Inc. ("Progress Subsidiary"). As a result, the separate corporate existing of Progress Subsidiary ceased and Vivaro continued as the surviving corporation of the merger. Epana thus remained a wholly owned subsidiary of Vivaro. Epana is engaged in the resale of international telecommunications services by virtue of its operation as a provider of prepaid calling cards.

- (7) *A description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area:*

Epana resells intrastate, interstate and international long distance toll services to households and businesses located throughout the United States. Its services are offered through the sale of prepaid phone cards.

- (8) *A statement as to how the application fits into one or more of the presumptive streamlined categories in this section or why it is otherwise appropriate for streamlined treatment:*

The streamlined procedures are applicable because the Applicants are “non-facilities-based carriers” which, according to Section 63.03(b)(1), is a “presumptive streamlined category.”

- (9) *Identification of all other Commission applications related to the same transaction:*

Special Temporary Authority is requested by letter to allow a continuation of domestic resale services by Epana while this application is processed by the Commission. In addition, the parties on July 23, 2010 filed applications to request consent to the same transfer of control of Epana as relating to the company’s resale of international telecommunications services (Submission ID IB2020002324) and for Special Temporary Authority to continue international resale services (Submission ID IB2010002325).

- (10) *A statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure:*

Not applicable

- (11) *Identification of any separately filed waiver requests being sought in conjunction with the transaction:*

None

- (12) *A statement showing how grant of the application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets:*

At the time the merger occurred, Vivaro’s board of directors had carefully evaluated the terms and conditions of the proposed acquisition and considered, among various other factors, (i) the amount of consideration to be received by the stockholders of Vivaro in connection with the proposed acquisition, (ii) the financial condition, historical results of operations and business and strategic objectives of Vivaro, as well as the risks involved in achieving those objectives, (iii) current economic, industry and market conditions, including the competitive advantages of the Vivaro’s larger competitors, (iv) Vivaro’s prospects if it were to remain independent, including the inherent risks in remaining independent, (v) the possible alternatives to the proposed acquisition, including the possibility of continuing to operate Vivaro as an independent entity and the possibility of raising additional capital through the sale of

Vivaro's securities, and (vi) the range of possible benefits to the stockholders of Vivaro of the proposed acquisition and the possible alternatives to the proposed acquisition and the timing and likelihood of accomplishing the goals of any alternatives to the proposed acquisition. Vivaro's board, having fully considered the terms and conditions of the proposed merger, deemed it advisable to proceed with the merger. The Applicants realize that Commission approval of the transaction is required and, through this application, they seek approval of the transfer of control resulting from the merger.

Since the transaction occurred Epana has provided the same high quality telecommunications services as was offered previously. The transaction has no potential to harm the public interest or to impair competition in any local exchange or in long distance toll markets. Epana did not change the services offered by the company after the transaction was completed.

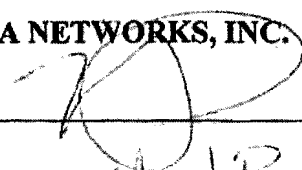
Conclusion:

As reflected herein, Progress International, LLC is qualified to acquire control of the operations of Epana Networks, Inc. Accordingly, grant of the instant application is consistent with public interest considerations.

[signature page follows]

Respectfully submitted,

EPANA NETWORKS, INC.

By: 

Name: Michael J. Pank

Title: CEO & Treasurer

Date: 7/28/10

SIENNA LIMITED PARTNERSHIP III, LP

By: _____

Name: _____

Title: _____

Date: _____

PROGRESS INTERNATIONAL, LLC

By: _____

Name: _____

Title: _____

Date: _____

Respectfully submitted,

EPANA NETWORKS, INC.

By: _____

Name: _____

Title: _____

Date: _____

SIENNA LIMITED PARTNERSHIP III, LP

By: 

Name: Douglas K Edwards

Title: Member & CFO, Sienna Associates III LLC
General Partner

Date: 7/29/10

PROGRESS INTERNATIONAL, LLC

By: _____

Name: _____

Title: _____

Date: _____

Respectfully submitted,

EPANA NETWORKS, INC.

By: _____

Name: _____

Title: _____

Date: _____

SIENNA LIMITED PARTNERSHIP III, LP

By: _____

Name: _____

Title: _____

Date: _____

PROGRESS INTERNATIONAL, LLC

By:  _____

Name: CRAIG MCBURNETT

Title: CEO

Date: July 28, 2010